

BYLAWS OF THE DANVILLE-ALAMO-WALNUT CREEK BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN

ARTICLE 1. NAME AND GOVERNANCE

Section 1. Name. The name of this organization shall be the Danville-Alamo-Walnut Creek Branch of the American Association of University Women (AAUW), hereinafter called the branch.

Section 2. Governance. The bylaws of the American Association of University Women, hereinafter called AAUW, and the bylaws of the American Association of University Women of the State of California, Inc., hereinafter called the state, shall govern this branch in all practices. The bylaws of this branch shall in no way conflict with the AAUW or state bylaws.

ARTICLE II. PURPOSE

Section 1. Purpose.—The purpose of this branch shall be to further AAUW's mission to advance equity for women and girls through advocacy, education, philanthropy, and research. The branch shall:

- a. Participate in development and promotion of AAUW policies and programs through study, action and public policy advocacy in areas related to its purpose, including community, cultural interests, education and international relations.
- b. Support branch needs and promote positive societal change in the community.
- c. As a member of the Contra Costa County Inter-branch Council, join with other council branches to speak with one voice on issues of this area in accordance with the rules established for taking local action.

ARTICLE III. USE OF NAME

Section 1. AAUW Policies and Program. The policies and program of AAUW shall be binding on all members, and the branch and no member shall use the name of AAUW to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by individuals and groups acting in a lawful and ethical manner, consistent with AAUW policies and procedures. States and branches that are delinquent in filing required tax, corporate, and/or bylaws documents with AAUW and/or the IRS are prohibited from public use of the name and logo. Further sanctions for misuse of name, including loss of AAUW affiliation, may be imposed by the AAUW Board of Directors, especially in regard to any statement or action that misrepresents or jeopardizes the tax status of AAUW.

Section 3. Individual Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of AAUW shall consist of individual and partner members.

Section 2. Qualified Institutions. Qualified institutions are educational institutions that offer recognized associate, baccalaureate, or higher degrees and that have full regional accreditation or appropriate professional association approval.

Section 3. Basis of Membership.

a. Individual Member.

(1) Eligibility. A graduate holding an associate or equivalent, baccalaureate, or higher degree from a qualified educational institution shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to membership. Refusal to admit an eligible graduate to branch membership shall result in loss of recognition of a branch.

(2) Determination of Admissibility to Membership. Any graduate who claims qualification for membership in AAUW and who has been refused admission to membership by an officer of a branch or of AAUW may present credentials to the AAUW Board of Directors for review. The decision of the Board of Directors shall be final.

(3) Saving Clause. No individual member shall lose membership due to any change in the status of the educational institution upon which qualification for membership was based.

(4) Categories of Membership.

(a) A national member is an individual who pays annual AAUW dues and who may or may not belong to a branch, state, or multistate organization or other AAUW-affiliated entity. A national member shall be entitled to vote and to serve on AAUW committees and the AAUW Board of Directors. A national member of AAUW may become a member of the branch upon payment of branch and state dues.

(b) A state member is an individual who pays annual AAUW and AAUW CA dues and who may or may not belong to a branch. A state member may become a branch member upon payment of branch dues.

(c) A branch member is a national member who has also paid state and branch dues. A branch member shall be entitled to vote, hold office, and participate in all branch activities and programs of each branch where membership is maintained.

(5) Life Membership.

(a) Paid. An individual member may become a national life member upon a one-time payment of 20 years' national AAUW dues based on the amount of AAUW dues the year the member elects to become a life member. Thereafter, the life member shall be exempt from the payment of AAUW dues. Paid life members are not exempt from payment of state or branch dues.

(b) Fifty-Year Honorary. An individual member who has paid AAUW dues for 50 years shall become a national life member and shall thereafter be exempt from the payment of AAUW, state, and branch dues.

(c) Privileges. A national life member of AAUW who maintains a membership in one or more California branches or other AAUW-affiliated entities on an annual basis shall be entitled to all state and branch rights and privileges. A national life member of AAUW who does not maintain branch or state membership shall be entitled to national member privileges only.

b. Partner Member. College/university partner members are qualified educational institutions, including two-year or community colleges, that pay annual dues to AAUW. Each college/university member shall appoint one or two representatives who shall each have the membership benefits of a national member and any other benefits that accrue to representatives of partner members. A representative of a college/university partner member may choose to affiliate with the branch by paying state and branch dues.

Section 4. Student Affiliates. An undergraduate student enrolled in a qualified educational institution shall be eligible for student affiliation. Student affiliates shall be entitled to attend branch, state, and AAUW meetings and receive the publications distributed to all members of AAUW. Affiliates may not vote or hold office. Fees for student affiliates shall be established by the national, state, and branch boards.

Section 5. Dues.

a. Amount.

(1) Changes in branch dues shall be determined at the annual meeting by two-thirds vote of those present and voting, provided notice has been given to the members 30-14 days prior to the meeting.

(2) Branch dues for college/university representatives shall be set by the board.
College/university representatives must pay state dues to join the branch.

b. Payment. New members may join at any time. Dues are payable upon joining. Pro-rated dues paid by new members for less than a full year is determined by national, state and branch policy.

c. Reciprocity. A current paid member of a branch or comparable AAUW-affiliated entity may transfer membership to another branch or comparable AAUW-affiliated entity without payment of additional dues.

Section 6. Severance of Membership. A member may be suspended or dropped from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nominations

a. There shall be a nominating committee of five members, nominated by the board. ~~Branch~~

~~members shall be notified of the nominees for the committee at least 14 days prior to the election to be held and elected by the branch membership~~ no later than December 31.

- b. The term of service on the nominating committee shall be for one year for a maximum of two consecutive terms.
- c. The names of the nominees for elected office shall be published and sent to every member at least 30-14 days prior to the general branch meeting.
- d. Nominations may be made from the floor with the consent of the nominee.

Section 2. ~~Responsibilities of Nominating Committee~~—Elections

- a. Elections shall be held at the annual branch meeting.
- b. Elections shall be by ballot unless there is only one nominee for a given office, in which case the election may be by a voice vote. Election shall be by a majority vote of those voting.
- c. Mail ballots or electronic voting may be used for elections, provided the number of members voting meets the quorum stated for meetings in Article XI, Meetings.
- d. The President shall determine the format of the vote (electronic or in person). Each individual member has one vote.
- e. A member must have joined the branch at least 15 days prior to an upcoming election/vote in order to be eligible to participate in the voting.

ARTICLE VI. OFFICERS

Section 1. Officers

- a. The seven (7) elected officers for the branch shall be President, President-Elect~~;~~ Vice Presidents of program, membership, and AAUW Funds~~;~~ Secretary, and Treasurer.
- b. The following eight (8) officers for the branch shall be appointed by the incoming president: Communications (Advocate Editor, Graphic Designer, and Webmaster), Public Policy chair, Parliamentarian, Tech Trek chair, Local Scholarship chair, Holiday Home Tour chair, Garden Tour chair, and Hospitality chair. Additional administrative officers shall be appointed by the incoming president with the consent of the incoming Board of Directors.
- c. Officers shall serve for a term of one year. In the event of an unfilled board position, the Nominating Committee shall reconvene to fill the elected position (or until their successors have been elected or appointed and assume office). Term of office shall begin on July 1. The incoming president may call a meeting of the incoming board prior to July 1.
- d. No elected officer shall hold more than one elected office at a time, and no elected officer shall be eligible to serve more than two consecutive terms in the same office. ~~The term of the treasurer may be extended with the consent of the board. On an exceptional basis, an officer may serve a third consecutive term in the same office with board approval.~~
- e. A vacancy in elected office, excluding the president, shall be filled by the Nominating Committee ~~(board of directors)~~. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of president-elect shall be filled by the nominating committee re-convening to nominate a candidate. A nominated candidate will be elected at the next regular branch meeting.
- f. Each office may be filled by an officer or co-officers, with the exception of the Communications position, which shall be shared by the Advocate editor, graphic designer,

and webmaster.

Section 2. Duties

- a. Officers shall perform the duties prescribed by these bylaws, by the rules of policies and procedures adopted by the board of directors, and by the current edition of *Robert's Rules of Order Newly Revised*.
- b. The president shall be the official spokesperson and representative for the branch and shall be responsible for submitting such reports and forms as required by AAUW and the state.
- c. The officers shall perform such duties as the president and the board shall direct and as specified in branch policies and procedures.
- d. The treasurer shall be responsible for collecting, distributing, and accounting for the funds of the branch and for meeting specific deadlines, and collect dues and properly remit them to AAUW and the state by the specified deadline. The treasurer shall immediately forward dues received after the dues deadline. The treasurer will be responsible for submitting all state and federal tax documents.
- e. The secretary shall record and keep minutes of all board, membership, and special meetings and shall maintain an archive of all minutes, correspondence, and branch records, which are shall be available for inspection by all members. The corresponding secretary shall be responsible for all branch correspondence.
- ~~f. The communications position is shared by the Advocate editor, graphic designer, and webmaster.~~
- f.g. All officers and chairs shall submit annual reports to the president.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The board of directors shall include the elected ~~officers and the~~ appointed officers, as specified named in Article VI, Section 1 (b) with the parliamentarian serving as a non-voting member. Additional appointed administrative officers are non-voting.

Section 2. Administrative Responsibilities. The board shall have the power to administer affairs of the branch and to carry out its programs and its policies, and shall accept responsibilities delegated by AAUW and the state. It shall act for the branch between membership meetings. The board shall have fiscal responsibility as outlined in Article X, Financial Administration, Section 2.

Section 3. Meetings. Meetings of the board shall be held at least eight times a year at a time and place agreed upon by the board.

Section 4. Special Meetings. Special meetings may be called by the president or shall be called upon written request of three members of the board provided that at least four days' notice of such meeting and its agenda have been given to the members of the board.

Section 5. Quorum. The quorum for a meeting of the board shall be a majority of the voting members. Co-officers shall be considered as one voting member of the board.

Section 6. Voting Between Meetings. Between meetings of the branch board, a written, conference call, or electronic vote of the board may be taken at the request of the president on any question submitted to the board in writing provided that every voting member of the board shall have the opportunity to vote upon the question submitted. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at a board meeting. The result of the vote shall be in the minutes of the next board meeting.

Section 7. Removal From Office. A member of the board of directors may be removed for any reason by a two-thirds vote of the board in accordance with policies and procedures adopted by AAUW.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The executive committee shall consist of the elected officers, with the parliamentarian serving as a non-voting member.

Section 2. Duties. The executive committee shall have the power to act for the board between meetings of the board and shall report to the board on all actions taken by it. It shall perform such duties as may be delegated to it by the board.

Section 3. Meetings. Meetings of the executive committee shall be held on the call of the president or by written request of three of its members.

Section 4. Quorum. The quorum of the executive committee shall be a majority of its voting members. Co-officers shall be considered as one voting member of the executive committee.

Section 5. Voting Between Meetings. A written, conference call or electronic vote may be taken at the request of the president on any question submitted to the executive committee in writing provided that every voting member of the executive committee shall have the opportunity to vote upon the question submitted. The Parliamentarian will officiate and tally the electronic voting process, along with the secretary. If a majority shall vote on any question so submitted, the vote shall be counted and shall have the same effect as if at an executive committee meeting. The result of the vote shall be recorded in the minutes of the next executive committee meeting.

ARTICLE IX. COMMITTEES

Section 1. Establishing Committees. The president may establish standing and special committees as needed with consent by the board.

Section 2. Purpose. With the approval of the board, each standing and special committee shall formulate programs and activities to carry out the mission of AAUW.

ARTICLE X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year shall correspond with that of AAUW and shall begin on July 1.

Section 2. Financial Policies. The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial review.

Section 3. Budget. The annual budget shall be reviewed by the board of directors, distributed to members, and adopted by the membership at the September general branch meeting. At mid-year, the treasurer will update and review the status of the budget with the board and propose any modifications necessary.

Section 4. Insurance

- a. The branch is required to participate in the state insurance programs in order to participate in state and branch sponsored activities and projects. The branch must comply with all risk management requirements, state program directives and all other requirements as outlined in state policy and procedures.
- b. The branch must obtain separate insurance coverage for activities and projects not covered under the state insurance coverage.

ARTICLE XI. MEETINGS

Section 1. Annual Meeting. The branch shall hold an annual meeting to conduct the business of the branch, including but not limited to, electing officers, establishing dues, amending bylaws and receiving reports. This meeting shall be held between the months of March and May.

Section 2. Membership Meetings. The branch shall hold at least three general meetings during the fiscal year. The branch board shall determine the time and place for these meetings.

Section 3. Special Meetings. Special meetings may be called by the president or shall be called by the president at the written request of the majority of the members of the board or ten percent of the branch membership.

Section 4. Meetings Notice. Notice of meetings shall be sent to all members of the branch at least 14 days prior to the meetings.

Section 5. Quorum. The quorum shall be ten percent of the branch membership.

ARTICLE XII. PROPERTY AND ASSETS.

Section 1. Title. The title to all property, funds, and assets is vested in the ~~AAUW Danville-Alamo-Walnut Creek Bb~~ branch for the joint use of the members, and no member or group of

members shall have any severable right to all or any part of such property. Property and assets shall not be used for any purpose contrary to AAUW.

Section 2. Dissolution of Branch. In the event of dissolution of AAUW Danville-Alamo-Walnut Creek Branch or the termination of its affiliation with AAUW, all assets of the branch shall be transferred and delivered to an AAUW entity or to an AAUW-affiliated entity designated by AAUW.

ARTICLE XIII. LOSS OF RECOGNITION

The provisions and conditions under which a branch may lose recognition are found in the AAUW Bylaws.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this branch in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of AAUW or those of the state.

ARTICLE XV. INDEMNIFICATION

Every board or committee member may be indemnified by the branch against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such board or committee members in connection with any threatened, pending or completed action, suit, or proceeding to which the board or committee member may become involved by reason of being or having been a member of the board or committee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement, the indemnification herein shall apply only when the branch board approves such settlement and reimbursement as being in the best interest of the branch. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the board or committee is entitled.

~~**ARTICLE XVI. COMMUNICATIONS**~~

~~**Section 1.** Written communications includes hard copy and/or electronic communications.~~

~~**Section 2.** Retained records can be stored as paper copies and/or digital files maintained on magnetic or optical media.~~

~~**ARTICLE XVII. ORGANIZATION**~~

~~**Section 1. Contact.** The branch will annually provide AAUW with a designated contact for administration and finance.~~

~~Section 2. Recorded Minutes. The branch will designate a member other than the contacts for administration and finance to record and make available on request the minutes of each branch meeting and branch board meeting.~~

ARTICLE XVIII. AMENDMENTS TO THE BYLAWS

Section 1. AAUW Mandated Amendments. Amendments required by AAUW to bring branch bylaws into conformity shall not require a vote of the branch members, except that an incorporated branch shall take the necessary steps required by state law or its articles of incorporation.

Section 2. Prior Approval. All other proposed amendments to the branch bylaws shall be sent to the district representative on the state governance committee for approval before the call for the branch vote.

Section 3. Branch Vote. Provisions of these bylaws not governed by the AAUW Bylaws may be amended at a branch meeting by a two-thirds vote of those present and voting provided written notice shall have been sent to the members at least 14 days prior to the meeting.

~~Date Last Amended by Branch Vote: March 30, 2012
Mandatory Amendments Made Since Then: March 13, 2014~~

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